

EXHIBIT 31C



MARVEL®

Friend, dare YOU risk ADIME 10?

FOR A NEW MILLION DOLLAR HE-MAN BODY STRENGTH-POWERED with 520 MIGHTY MUSCLES! To Become A STAR in ANY SPORT! A SUCCESS in EVERYTHING!

Rush to me your LAST CHANCE coupon below, — I'LL RUSH to you FREE My Professional Secrets HOW TO GAIN UP TO 50 LBS. of MIGHTY MUSCLES!

HOW TO LOSE up to 50 lbs. of UGLY DANGEROUS FAT

FREE ALL FIVE \$5 WORLD-FAMOUS PICTURE-PACKED ABC COURSES

- How to Develop 16 to 18½ INCH BIG ARMS Powerful to land a knock-out blow fast.
- How to Build a 45 to 52 INCH HEROIC CHEST Housing TIARELESS LUNGS for ENDURANCE in Work, Sports, for ATTRACTING GIRLS.
- How to Mold a BROAD MUSCLE-PACKED BACK and WIDER-WIDE SUPER-MAN SHOULDERS tapering to A SLIM PUNCH-PROOF WAIST.
- How to Develop LEGS with MARATHON ENDURANCE.
- How to Mold BIG MUSCULAR FOREARMS, A STEEL GRIP.

How to Become a FEARLESS SELF-DEFENSE FIGHTER. OVERPOWERING ANY BULLY TWICE YOUR SIZE!

How to IMPROVE YOUR HE-MAN LOOKS 1000%
One of my 181,000 pupils, John Sill, says

"I highly recommend Ben Rebhuhn as a top bodybuilding authority." says Health Director Y.M.C.A. Emil Colameco.

"I gained 60 LBS. of MIGHTY MUSCLES."

Just mail NOW the FREE book coupon below as I did. YOU can add 3½ inches to EACH ARM—7 inches to your CHEST. YOU Can Win \$100. and this Trophy—as I just did—a \$1,000,000 Body—HANDSOME, HARD-HITTING."

This AMAZING NEW BOOK in colors YOURS FREE

Jam-full with 120 PHOTOS of STRONG MEN and CHAMPIONS once WEAKER than you. See in their pitiful BEFORE Photos and Stories. Scores of How-to-do-it Pictures show you how YOU can quickly and easily become an OLYMPIC CHAMPION in STRENGTH, SPEED and ENDURANCE, Mr. AMERICA in Build. Yes! just THRILLING MINUTES a day, in YOUR OWN ROOM, RAPID-FIRE, EASY as ABC FAMOUS PICTURE METHODS show you how to Mold 16 inch ARMS of MIGHT, a big, deep 45 INCH CHEST housing TIARELESS LUNGS; WIDER-WIDE SHOULDERS—a BROAD BRAWNY BACK, tapering to a SLENDER WAIST with punch-proof STOMACH MUSCLES, LEGS of RUNNING POWER. You, too, can WIN FAME and FORTUNE on TV or in the Movies, as a Physical Director or Professional Athlete.

MAIL COUPON before it is too late!

AMERICAN BODY BUILDING CLUB, Dept. MA-510, GREAT NECK, NEW YORK

Mail me FREE all 5 WORLD FAMOUS STRENGTH TEST COURSES including PHOTO BOOK of FAMOUS STRONG MEN, once weaklings. How to Become one of them.

I enclose 10¢ for mailing and handling. I am under no other obligation I'm checking everything I need to give me the kind of body I want.

I want to gain ____ lbs. (fill in). Trip my strength.

I want to streamline my body, get rid of flabby fat.

I want to add inches of muscle to my ARMS CHEST SHOULDERS POWERFUL LEGS SLIM WAIST

I want to become a winning athlete. I want new pep.

NAME _____ DO NOT MAIL COUPON IF UNDER 14 YEARS OF AGE. PLEASE PRINT OR WRITE CLEARLY

ADDRESS _____ CITY _____ ZONE _____ STATE _____

Let me know how to get FREE \$100 worth of Sports, Self-defense, Strong-man and Picture Courses, Apparatus

Jim Norman BEFORE mailing coupon

How in minutes of FUN a day YOU WILL BE MADE into A NEW ATHLETIC HE MAN

I'm PROUD to be seen with Jim NOW! Everybody admires his build," says Nellie. "Jim can lift the front of a 2700 lb. car. He amazes his friends!"

AMAZING SPIDER-MAN is published by NON-PAREIL PUBLISHING CORP. OFFICE OF PUBLICATION: 625 MADISON AVENUE, NEW YORK, N.Y. 10022. Published monthly. Copyright 1965 by NON-PAREIL PUBLISHING CORP., 625 Madison Avenue, New York, N.Y. 10022. Vol. 1, No. 31, DECEMBER 1965 issue. Price 12¢ per copy. Subscription rate \$1.75 and \$2.25 Canada for 12 issues including postage. Foreign subscriptions \$3.25 in American funds. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. Printed in the U.S.A. by The Eastern Color Printing Co., Waterbury 20, Conn. Martin Goodman, Publisher.

The AMAZING SPIDER-MAN!

"IF THIS BE MY DESTINY...!"

A NEW ERA IN THE LIFE OF SPIDER-MAN IS ABOUT TO BEGIN, AND YOU SHALL LIVE IT WITH HIM!

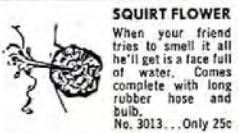
Masterful Script by: STAN LEE
Magnificent Artwork by: STEVE DITKO
Mellifluous Lettering by: SAM ROSEN

MARVEL®



EXCLUSIVE FUN PRODUCTS BY MAIL

CYCLE PUTTER
Really dress up your BIKE. Sounds just like a Motor Bike. Made of heavy plastic and steel. No. 8023... Only 39c



SQUIRT FLOWER
When your friend tries to smell it all he'll get a face full of water. Comes complete with long rubber hose and bulb. No. 3013... Only 25c



TRICK BASEBALL
It bounces cockeyed, it curves, it dips, it's impossible to catch. It's sure to set all the kids on the block chasing after it. There's a barrel of fun in every bounce of this amazing baseball. No. 4020..... 50c



PRANKSTER WHISTLE
Greatest gag in years. Just place inside any tail-pipe and watch the fun. As soon as he starts the car it will sound as if the whole motor fell out. It's a panic, but completely harmless. No. 7021..... 75c



SPIDER RING
This jumbo Rubber Spider with moving eyes comes attached to an adjustable metal ring and is sure to scare everybody. Large size 4 1/2" x 4 1/2". Made of flexible rubber. No. 4006... Only 45c



WHOOPS
Looks like someone lost their lunch. Place it on the floor and wait for your first unsuspecting victim to walk in—ugh. Better catch him before he faints. No. 9016..... Only .75



LOUD NOSE BLOWER
Blow your nose and it will sound like the roof caved in. Fits right in your handkerchief out of sight. No. 6018 only 20c



PEPPER GUM
Hi Pal, have a piece of gum. Once he starts chewing you better have a glass of water ready. Completely harmless but a million laughs. No. 5008... 15c



JIU-JITSU
This is one of the most popular books on the art of self defense. Now you needn't back away from anyone. Many illustrations show you how to defend yourself from bullies. We also include "FREE" a book on strong man stunts. No. 4003..... Only \$1.00



WHOOPEE CUSHION
Place this under any cushion. Gives out a loud Bronx Cheer. Very embarrassing but loads of laughs. No. 8010..... Only .50



SILVER SKULL RING
Heavy Mexican silver ring with the raised face of skull and inlaid red ruby eyes. Feels good and looks real impressive. Adds heft to your hands. No. 3019..... \$1.00



JOY BUZZER
Shake hands and watch your friend jump 6 feet high. Completely harmless. No. 7005..... 50c



MAGIC ROCKS
MAGIC ROCKS — Colourful large pellets. "Plant" them with the magic solution using the planting tweezers. They will grow within a short time. Terrific for underwater effects. No. 1022..... Only \$1.00



SURPRISE PACKAGE
If you are willing to take a chance, we guarantee you more than your moneys worth, filled with surprises. No. 8002... 50c



GROW LIVE MONSTERS!
SCARIEST LIVING Sensation of the century. 2 Monsters in full colour. Comes complete with space astronarium and full accessory kit. Will grow green monster hair right before your eyes. Complete kit. No. 8001..... Only \$1.00



BIKE SPEEDOMETER
Now you can tell how fast you are going. Registers speeds up to 50 miles per hour. New built-in compass also shows in what direction you are travelling. Fits any bicycle. Attaches in seconds. No. 3017..... only 75c



X-RAY-SPEX
A wonderful illusion to fool your buddies. Put them on, now is that really his skull you see inside his head? Prove to him you can see through anything. No. 7014..... \$1.00



SILENT DOG WHISTLE
This whistle can not be heard by any human, but your pet will hear it blocks away. Everyone will be amazed when he comes running as soon as he hears his own private whistle. No. 1009 Only \$1.00



FLY IN ICE
A plastic ice cube that looks like the real thing, only with a fly inside. Just place this in someone's drink when he isn't looking—ugh. No. 3011—Only .45

ELLBARR DIST. DEPT. G.X.20 Weston, Ont.
RUSH ME THE ITEMS LISTED BELOW. If I am not 100% delighted, I may return any part of my purchase after the 10 day free trial for full refund.
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 I enclose plus 15c postage and shipping in cash, cheque or money order.
NAME
ADDRESS

THE AMAZING SPIDER-MAN!

PREPARE YOURSELF FOR A STARTLING SURPRISE! YOU AND SPIDEY ARE ABOUT TO MEET ONE OF HIS MOST POWERFUL FORMER FOES, AS THE TEEN-AGE WEB-SPINNER PLUNGES INTO BATTLE, WITH EVERY TICK OF THE CLOCK BRINGING HIM CLOSER TO -- DEFEAT!

UNDER THE SEA IT STANDS--THE HIDDEN HEADQUARTERS OF THE MASTER PLANNER, WHOSE BAND OF STRANGELY-GARBED CRIMINALS WE MET LAST ISH! LET'S LISTEN IN...

AM I ALWAYS TO BE PLAUGED BY THAT SNIVELLING SPIDER-MAN?? IF NOT FOR HIS ACCURSED INTERFERENCE, I WOULD NOW POSSESS THE RADIOACTIVE MATERIAL I SO DESPERATELY NEED!

BUT, HE'LL NEVER RUIN MY PLANS AGAIN! HIS NEXT ATTEMPT WILL BE HIS LAST!

*SHOWN, IN ALL ITS GLORY, LAST ISH! REMEMBER?--STAN.

"MAN ON A RAMPAGE!"

SCRIPT & EDITING BY:
STAN LEE
PLOT & ILLUSTRATION BY:
STEVE DITKO
LETTERING & KIBITZING BY:
ARTIE SIMEK





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POLARIS NUCLEAR SUB

OVER 7 FEET LONG
Big Enough For
2 Kids

FIRE ROCKETS and TORPEDOES

Only \$6.98

SPECIAL FEATURES

- Over 7 feet long
- Seats 2 kids
- Controls that work
- Rockets that fire
- Real periscope
- Firing torpedoes
- Electrically lit instrument panel

How proud you will be as commander of your own POLARIS SUB — the most powerful weapon in the world! What hours of imaginative play and fun as you and your friends dive, surface, maneuver, watch the enemy through the periscope and fire your nuclear missiles and torpedoes! What thrills as you play at hunting sunken treasures in pirate waters and exploring the strange and mysterious bottom of the deep ocean floor!

HOURS AND HOURS OF ADVENTURE
Sturdily constructed of 200 lb. test fibreboard. Comes complete with easy assembly instructions. Costs only \$5.98 for this giant of fun, adventure and science. (Because of the POLARIS SUB'S giant size we must ask for 75c shipping charges.)

MONEY BACK GUARANTEE
Order today and we will rush your POLARIS NUCLEAR SUB to you. Use it for 10 full days. If you don't think it is the greatest ever—the best toy you ever had—just send it back for full purchase price refund.

10 DAY FREE TRIAL

HONOR HOUSE PROD. CO.
LYN BROOK, NEW YORK
DEPT. 77PS14

Rush me my POLARIS NUCLEAR SUB. I can use it for 10 days and if I am not delighted return it for full purchase price refund.

SEND IT PREPAID. I enclose \$6.98 plus 75c to help cover shipping charges.

SEND IT C.O.D. I enclose \$1 good-will deposit and I will pay postman \$5.98 on delivery plus C.O.D. postage.

CITY..... ZONE..... STATE.....
N. Y. State residents please include 1cc sales tax.

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SPECIAL FEATURES

- Big Enough For 2 Kids
- Over 7 feet long
- Seats 2 kids
- Controls that work
- Rockets that fire
- Real periscope
- Firing torpedoes
- Electrically lit instrument panel

How proud you will be as commander of your own POLARIS SUB — the most powerful weapon in the world! What hours of imaginative play and fun as you and your friends dive, surface, maneuver, watch the enemy through the periscope and fire your nuclear missiles and torpedoes! What thrills as you play at hunting sunken treasures in pirate waters and exploring the strange and mysterious bottom of the deep ocean floor!

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Sturdily constructed of 200 lb.

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Costs only \$6.98 for this giant of fun, adventure and science. (Because of the POLARIS SUBS giant size we must ask for 75c shipping charges.)

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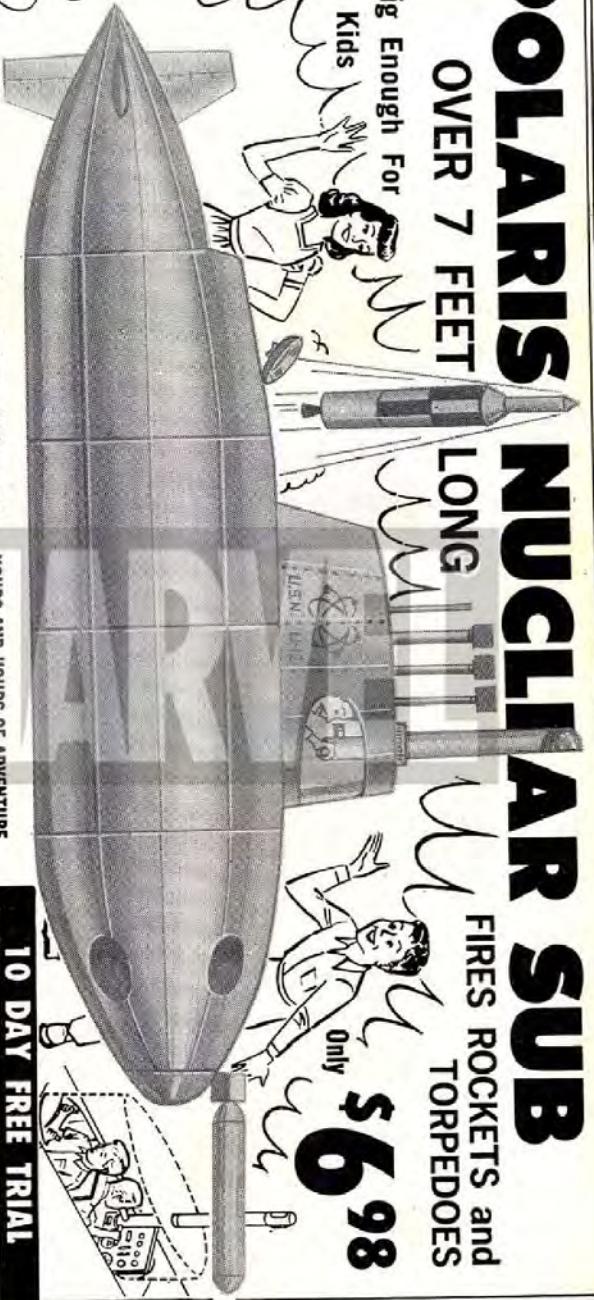
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SEND IT C.O.D. I enclose \$1. good will deposit and I will pay postage \$5.98 on delivery plus C.O.D. postage.

NAME _____

CITY _____ ZONE _____ STATE _____

N. Y. State residents please include 14¢ sales tax.

**POLARIS NUCLEAR SUB**

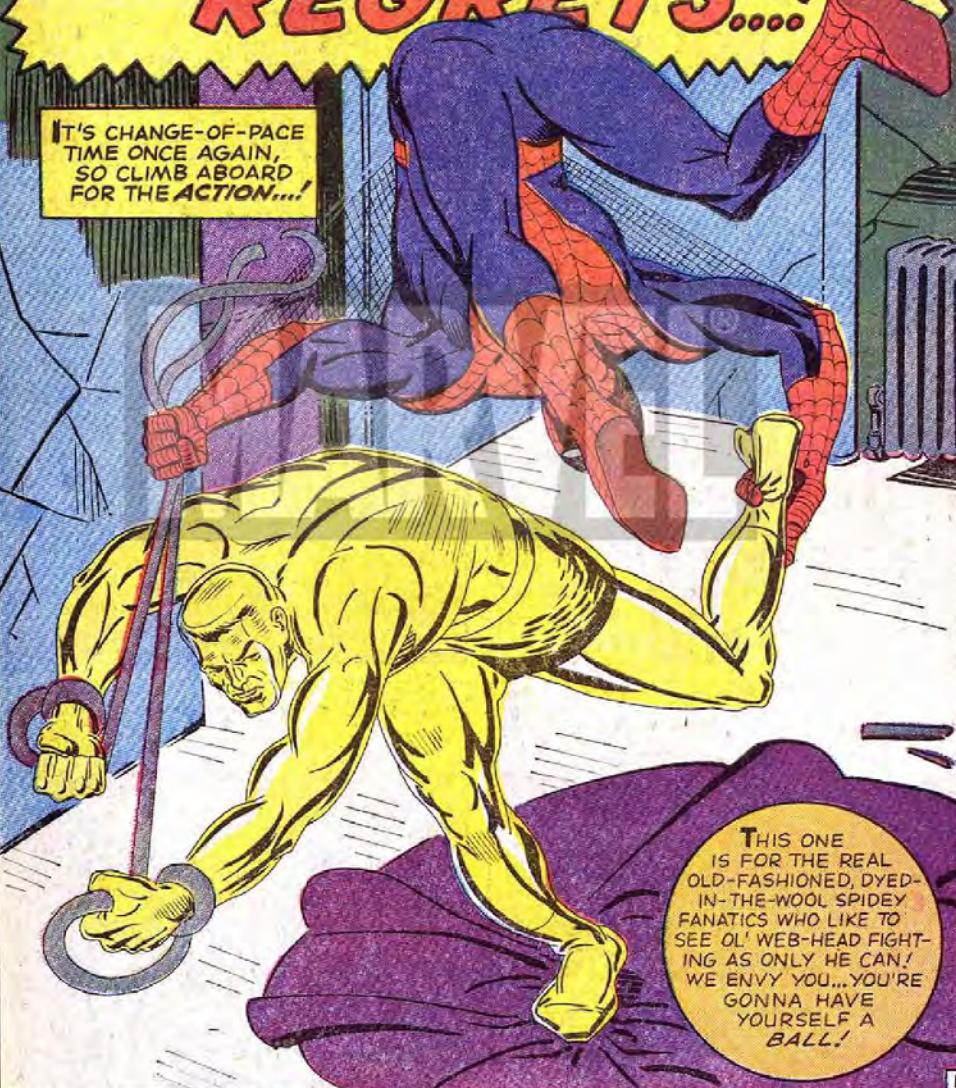
OVER 7 FEET LONG

FIRES ROCKETS and TORPEDOES
Only \$6.98

THE AMAZING SPIDER-MAN!

"**The MOLTEN MAN REGRETS...**"

"IT'S CHANGE-OF-PACE TIME ONCE AGAIN, SO CLIMB ABOARD FOR THE ACTION..."



SCRIPT &
EDITING..... STAN LEE

PLOT &
ARTWORK.... STEVE DITKO

LETTERING &
LOITERING.... ART SIMEK

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EXCLUSIVE FUN PRODUCTS BY MAIL

**THRILLS & CHILLS
AWAIT YOU
WHEN YOU SEE
7 AMAZING
PLANT CREATURES
COME
TO
LIFE!**



7 Giant Monsters in full, glowing color, grow fantastic plant "hair" alive before your eyes! Each grows up to several months! Makes an incredible live "Science Project" for home or school. Fun to watch. Order now and get deluxe accessory kit with planting wand, observation lens, extra large supply of Guaranteed Live "Monster Hair" seeds. Complete with 7 Monsters and Full Instructions. No. 3127 \$1.00 plus 25¢ postage



MINIATURE SPY CAMERA
Precision built camera that is amazingly small it is less than $\frac{1}{2}$ the size of a regular pack of cigarettes. Weighs only $\frac{1}{2}$ ounce with eyefinder view finder and exposure shutter. Takes 10 pictures on a roll. Compact, it can be hidden anywhere. With FREE roll of film. No. 5024 \$1.00 6 Rolls Film 79¢

**JOY BUZZER**

Shake hands and watch your friend jump 6 feet high. Completely harmless. No. 7005 50¢

**SURPRISE PACKAGE**

If you are willing to take a chance, we guarantee you more than your money's worth, filled with surprises. No. 8002 50¢



TRICK BASEBALL
It bounces cockeyed, it curves, it dips, it's impossible to catch. It's sure to set all the kids on the block chasing after it. There's a barrel of fun in every bounce of this amazing baseball. No. 4020 50¢

**X-RAY-SPEX**

A wonderful illusion to fool your buddies. Put them on, now is that really his skull you see inside his head? Prove to him you can see through anything. No. 7014 \$1.00

WHOOPIE CUSHION

Place this under any cushion. Gives out a loud Bronx cheer. Very embarrassing but loads of laughs. No. 8010 .. Only 50¢

**THROW YOUR VOICE**

Throw your voice into trunks, behind doors, everywhere. Instrument fits in your mouth and out of sight. Fool teacher, friends and family. Free book on "How to Become a Ventriloquist." No. 9025 25¢



DEVIL'S RING
Heavy silver ring with the raised face of the Devil. Inlaid bright red ruby eyes. Looks real impressive. No. 1026 50¢

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RUSH ME THE ITEMS LISTED BELOW. If I am not 100% delighted, I may return any part of my purchase after the 10 day free trial for full refund.

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THRILLS & CHILLS
AWAIT YOU
WHEN YOU SEE
7 AMAZING
PLANT CREATURES
COME
TO
LIFE!



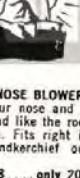
7 Giant Monsters in full, glowing color, grow fantastic plant "hair" alive before your eyes! Each grows up to several months! Makes an incredible live "Science Project" for home or school. Fun to watch. Order now and get deluxe accessory kit with planting wand, observation lens, extra large supply of Guaranteed Live "Monster Hair" seeds. Complete with 7 Monsters and Full Instructions. No. 3127 \$1.00 plus 25¢ postage



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6 Rolls Film 79¢



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No. 4020 50¢



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THROW YOUR VOICE
Throw your voice into trunks, behind doors, everywhere. Instrument fits in your mouth and out of sight. Fool teacher, friends and family. Free book on "How to Become a Ventriloquist." No. 137 25¢

SILENT DOG WHISTLE
A dime-operating Jack Pot Bank that works like the one armed bandit in Las Vegas. Just deposit the dime and spin the handle. Reels spin and look like the real stuff. Dimes are removable. This game should not be used for gambling purposes, only for fun. No. 2060 1.98

MAGIC CARDS
Deck is marked and stripped. Can be read from the back but looks like ordinary deck. With instructions for 10 terrific tricks. No. 183 1.98

SURPRISE PACKAGE
Are you willing to take a chance? We won't tell you what you get, but because you're willing to gamble, we'll give you more than your money's worth. Only 50¢
No. 678 50¢

WORMS
Drop these seemingly innocent pellets into a glass of water and magically a worm will appear. Can you imagine the look of horror on your victim's face? It's harmless. No. 612 15¢

MONSTER S-Z-E MONSTERS
A full 8 feet tall in authentic full color life-like you'll probably find yourself talking to it. We have these two all-time favorite spine-shaking Frightening, hair-raising, mad vampires. Dracula. No. F47 1.00

TRICK BASEBALL
It bounces cockeyed, it curves, it dips. It's impossible to catch. It's sure to set all the kids on the block spinning after it. There's a barrel of fun in every bounce of this amazing bean ball. Only 50¢
No. 158

Secret Spy Scope
Pen Size—Clips On Your Pocket-6-Power Magnifier. This exciting new 6-power wide field magnifier is cleverly concealed in a pen-sized pocket scope. It lets you "peep" to your heart's content. So handy for Sporting Events. Counter-spying and Girl Watching. Also contains a 30-power full microscope to thrill any naturalist. Not a toy, but a real instrument. Full money back guarantee if not delighted. Only \$2.98.
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JACK POT BANK
A dime-operating Jack Pot Bank that works like the one armed bandit in Las Vegas. Just deposit the dime and spin the handle. Reels spin and look like the real stuff. Dimes are removable. This game should not be used for gambling purposes, only for fun. No. 2060 1.98

AMAZING MINIATURE RADIO
This tiny, feather weight radio operates without batteries, without tubes, but brings you years of listening pleasure. There's nothing to wear out, nothing to replace. No. 944 2.98

YOU, TOO, CAN BE TOUGH
Master Jiu Jitsu and you'll win any fight. This book gives you the grips, blocks, etc., which are so effective in counter-attack. First book on how to perform strong man stunts also included. No. 224 75¢

X-RAY SPECS
An Hilarious Optical Illusion \$1.00
Scientific optical principle really works. Imagine—you put on the "X-Ray" Specs and hold your hand in front of you. You seem to be able to look right through the flesh and see the bones underneath. Look at your friend. Is that really his body you "see" under his clothes? Loads of laughs and fun at parties. No. FL7 1.00

JOY BUZZER
Place it on a chair under a cushion, then watch the fun when someone sits down! It gives you a thrill. Made of rubber, and inflatable. A scream at parties and gatherings. No. 247 50¢

WHOOPEE CUSHION
The most popular joke novelty in years! Wind up and wear it like a ring. When you pull the string, it almost raises the victim off his feet with a "shocking sensation". Absolutely harmless. Only 50¢
No. 239

MINIATURE SECRET CAMERA
Precision camera so small, it fits in cigarette pack. Weighs 2 1/2 ounces and takes 10 pictures per roll. Precision ground lens and time exposure shutter. Can be hidden anywhere. Complete with free roll of film. No. 788 1.00
6 Roll Film 75¢
Honor House Prod. Corp. Dept. 77GK18
Lynbrook, N.Y.

Rush me the items listed below. If I am not 100% satisfied, I may return any part of my purchase after 10 days Free Trial for full refund or purchase price.

Item	Name of Item	How Many	Total Price

I enclose In full payment. Same guarantee.
 Send C.O.D. I will pay postman on delivery plus postage.

Name
Address

Sorry, we cannot ship orders for less than \$1.00.

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THE AMAZING SPIDER-MAN!

"JUST A GUY NAMED JOE!"

MR. TOMKINS, I'VE ASKED YOU TO MANAGE ME FOR MONTHS! AND I'M NEVER GONNA STOP ASKIN' UNTIL YOU SAY YOU WILL! NOW, HOW ABOUT IT--?

OKAY, KID! IF YOU WANNA GET YOUR HEAD HANDLED TO YOU, THAT'S YOUR BUSINESS!

I'LL BOOK YOU A MATCH! IT'S THE ONLY WAY I'LL GET YOU OFF MY BACK!

AND, DURING THE FIRST MINUTE OF THE FIRST ROUND...

THOW!

WELL, THAT TAKES CARE OF THAT!

HEY! YOU WUZN'T SUPPOSEDTA FALL OUTTA THE RING FER ANUDDER TEN MINUTES!

I—I MUST HAVE SLIPPED!

WOTTA BUM!

WRITTEN AND EDITED BY STAN LEE

PLOTTED AND DRAWN BY STEVE DITKO

LETTERED, UNFETTERED BY ARTIE SIMEK



SPIDER-MAN

"The SINISTER SIX!"

CAN SPIDER-MAN SAVE THE TWO PEOPLE HE LOVES MOST IN THE WHOLE WORLD FROM THE DEADLY **SINISTER SIX**!?

IN ORDER TO RESCUE BETTY BRANT AND AUNT MAY, SPIDEY MUST FIND A WAY TO DEFEAT THE UNDEFEATABLE **SINISTER SIX**!!

What happened now? Just when he needs them most, Peter Parker seems to have mysteriously **LOST** his amazing spider powers!!

41 Pages
Of Indescribable Excitement
Written By:
STAN LEE
Drawn By:
STEVE DITKO

Possibly the most talked-about team in comics today!

LETTERED BY: S. ROSEN

IT'S TAKEN A YEAR TO PRODUCE THIS DOUBLE-LENGTH EPIC, SO LET'S NOT WASTE ANOTHER MINUTE! AWAY WE GO!!

SPIDERMAN
ANNUAL

72
BIG
PAGES

MARVEL
COMICS GROUP 25¢

SPECIAL KING SIZE ANNUAL!

APPROVED
BY THE
COMICS
CODE
C.C.
AUTHORITY

the AMAZING SPIDER-MAN

#2
1965

IND.

"THE WONDROUS WORLDS
OF DOCTOR STRANGE!"

↑
ALL NEW



PLUS..

3 OF SPIDEY'S
EARLIEST,
GREATEST,
MOST-REQUESTED
FULL-LENGTH EPICS!



Albert Dorne — probably the greatest money-maker in the history of commercial art. At the height of his career, he began a full-time search for people who like to draw.

He's Looking for People Who Like to Draw

TO DAY HUNDREDS of men and women who never thought they could be artists are working happily at easels and drawing boards, making pictures and getting well paid for it. They all can thank Albert Dorne, a famous artist who devotes almost his full time to helping other people become artists.

Some of the People Dorne Has Helped

Herb Smith was a payroll clerk. Soon after he started studying with us, he landed an art job with a large printing firm. This was four years ago; today he's head artist for the same firm.

Don Golemba of Detroit is another. He stepped up from railroad worker to the styling department of a big automobile company—by showing his work with the School. Now he helps design new-car models.

Pat Browning wanted to escape from her dull typing job to something creative. Soon after studying with us, she was promoted to full-time artist with the same firm—at much more money.

With the right training, Wanda Pickulski gave up her typing job

to become fashion artist for a local department store.

Eric Ericson worked in a garage while he studied art at night. Today he is a successful artist, earns seven times as much, and is building a new home for his family.

Long before Albert Dorne started looking for people who like to draw, they came to him for advice and help. Since he alone could help only a few of these people, he called together America's most successful artists—men like Norman Rockwell, Jon Whitcomb, Stevan Dohanos and Al Parker.

A Plan to Help Others

He said: "All over America, there are people who like to draw, who could be turned into good artists. Why can't we give these people the training they need—including all the trade secrets and know-how we've learned over the years? I'm suggesting a new kind

America's 12 Most Famous Artists

Norman Rockwell	Fred Ludekens
Jon Whitcomb	Ben Stahl
Al Parker	Robert Fawcett
Stevan Dohanos	Austin Briggs
George Giusti	Harold Von Schmidt
Peter Helck	Albert Dorne

of school—a home-study art school that would give talented people the best professional art training, no matter where they live."

The famous artists agreed. Taking time from their busy careers, they spent several years creating a remarkable series of art lessons covering every aspect of drawing and painting. They illustrated their lessons with over 5,000 "here's-how" illustrations. The lessons start from scratch and cover every skill a top artist needs. Finally, the famous artists developed a wonderful way to give each student personal correction and advice all through his training.

Albert Dorne is not surprised by the success of his students. "The art field is growing. We keep getting calls from all over the country, asking us for practical, well-trained students who can step into full-time or part-time art jobs."

Famous Artists Talent Test

To find others with art talent worth developing, the Famous Artists created a 12-page talent test. Thousands paid to take this test, but now the School offers it free and grades it free. Men and women who do well on the test—or can offer other evidence of art talent—may enroll in the School. But there's no obligation. Simply mail the coupon below.

Famous Artists Schools Studio 7662, Westport, Conn.

I would like to find out whether I have art talent worth developing. Please send me, without obligation, your Famous Artists Talent Test and descriptive brochure.

Mr. Mrs. Miss Please circle one and print name

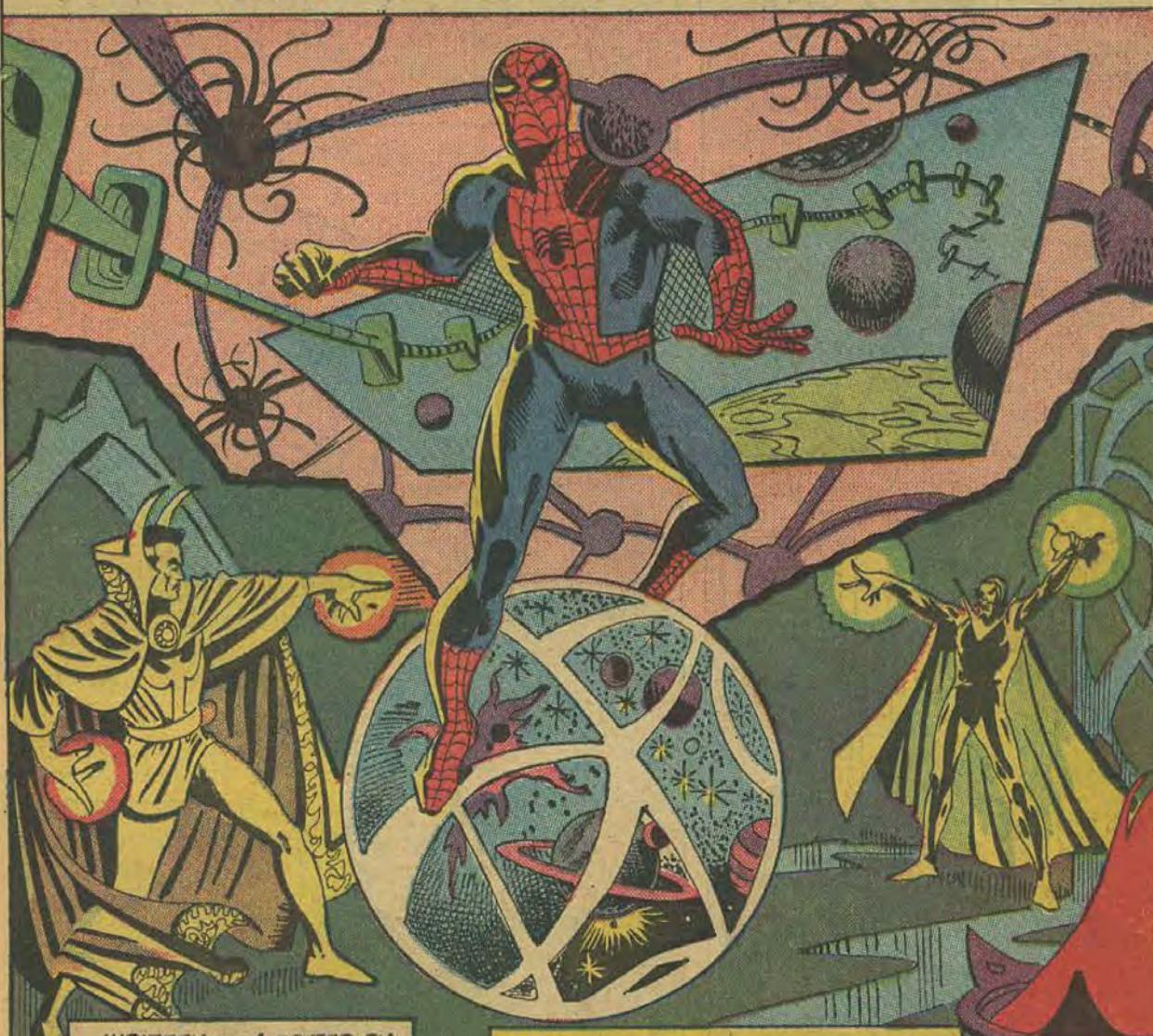
Address _____

City _____ Zone _____

County _____ State _____



"THE WONDROUS WORLD OF Dr. STRANGE!"



WRITTEN and EDITED BY
THE TOAST of MARVEL:
STAN LEE

PLOTTED and DRAWN BY
THE BOAST of MARVEL:
STEVE DITKO

LETTERED and BORDERED
BY THE GHOST of MARVEL:
SAM ROSEN

This COULD BE CALLED OUR "BE
NICE TO STEVEY DITKO" ISSUE! WE
WANTED TO FEATURE A REALLY OFF-
BEAT YARN FOR SPIDEY'S ANNUAL, AND
STEVENO DREAMED THIS ONE UP!
(THE FACT THAT HE ALSO DRAWS DOC
STRANGE MAY HAVE HAD SOMETHING
TO DO WITH IT!) SO, READY OR NOT, HERE
WE GO....!

SPIDER-MAN

SCRIPT: STAN LEE • ART: STEVE DITKO • LETTERING: JOHNNY DEE

NOTE: SPIDER-MAN FIRST APPEARED AS A
FEATURE IN AMAZING FANTASY #15 AUG. /
SO GREAT WAS YOUR RESPONSE VIA LETTERS
AND POSTCARDS, THAT IT WAS DECIDED TO
GIVE HIM HIS OWN MAGAZINE! A BRIEF
SUMMARY FOLLOWS...

FREAK!

PUBLIC
MENACE!



SURE, YOU'VE READ MANY
STORIES ABOUT MANY DIFFERENT
MAGAZINE HEROES! BUT THERE'S NEVER BEEN
A STORY LIKE THIS ONE--BECAUSE THERE'S NEVER
BEEN A HERO LIKE---

SPIDER-MAN!

ORIGINALLY PRESENTED IN SPIDERMAN NO.1

OUR SCENES
THE TEEN
TO BE A
ONLY KA

BUT W
SHOW
BURG
FATAL
BEN
PRIS

AN
BE
AL
I

"the UNCANNY THREAT of THE TERRIBLE TINKERER!"

HE LOOKS SO HARMLESS--AND
YET THE TINKERER IS ONE OF THE
GREATEST MENACES I'VE EVER
FACED!

EVERYBODY LOVES A BARGAIN!
BUT SOMETIMES IT CAN BE
DANGEROUS TO ACCEPT A
BARGAIN WHICH IS TOO GOOD
TO BE TRUE! ESPECIALLY IF
THE BARGAIN IS BEING
OFFERED BY SOMEONE LIKE
THE TINKERER, WHO--
BUT WAIT! LET'S SEE HOW IT
ALL BEGAN--AND HOW IT
TOOK SPIDER-MAN TO
FINISH IT!

STORY:
STAN LEE
ART:
STEVE DITKO
LETTERING:
ART SIMEK

→ ORIGINALLY PRESENTED IN SPIDERMAN NO. 2 ←

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"MARKED FOR DESTRUCTION BY DR. DOOM!"

FEATURING



PETER PARKER
ALIAS
SPIDER-MAN



THE AWESOME
DOCTOR
DOOM!



J. JONAH
JAMESON
AND HIS
SECRETARY,
BETTY BRANT

SPIDER-MAN AND THE ARCH-FOE
OF THE FANTASTIC FOUR, FACE-TO-
FACE FOR THE FIRST TIME!

FEATURING



FLASH
THOMPSON,
LIZ ALLAN,
AND THEIR
ASSORTED
CLASSMATES



THE
OTHER
SPIDER-MAN!



AND THE
WORLD'S MOST
FABULOUS
SUPER-TEAM!



WRITTEN BY... Stan Lee

DRAWN BY... S. Ditko

LETTERING... S. Rosen

HAVE YOU EVER NOTICED, WHEN YOU START READING A COMIC MAG, THE OPENING CAPTION TELLS YOU THAT YOU'RE ABOUT TO READ THE MOST EXCITING STORY EVER WRITTEN... WITH THE MOST DANGEROUS MENACE, AND THE MOST SUSPENSEFUL PLOT?? WELL, WE'RE GOING TO TRY TO BE MORE HONEST! THIS MAY NOT BE THE GREATEST STORY EVER WRITTEN! YOU MAY HAVE READ ABOUT MORE EXCITING VILLAINS! AND YOU MAY HAVE THRILLED TO BETTER PLOTS! BUT, Y'KNOW SOMETHING? WE CAN'T SEE HOW!

→ ORIGINALLY PRESENTED IN SPIDERMAN NO.5 ←

YOU ARE
FEW CAN
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NOT A
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ANNUAL

72 BIG PAGES

MARVEL
COMICS GROUP 25¢

STRANGE TALES ANNUAL

#2
1963

THE AMAZING
SPIDER-MAN

FACE-TO-FACE
WITH...

THE
HUMAN TORCH



THIS LONG-AWAITED EPIC-LENGTH THRILLER IS ONLY ONE OF THE MANY WONDERFUL FEATURES WITHIN THESE UNFORGETTABLE PAGES!

THE MARVEL COMICS GROUP USHERS IN
THE MARVEL AGE OF COMICS!



He's Looking for People Who Like to Draw

TO DAY HUNDREDS of men and women who never thought they could be artists are working happily at easels and drawing boards, making pictures, and getting well paid for it. They all can thank Albert Dorne, a famous artist who devotes almost his full time to helping other people become artists.

Some of the people Dorne has helped

Herb Smith was a payroll clerk. Soon after he started studying with us, he landed an art job with a large printing firm. This was four years ago; today he's head artist for the same firm.

John Buskett is another. He was a pipefitter's helper in a big gas company. Today he still works for the same company, but as an artist in the advertising department, with a big increase in pay.

Harriet Kuzniewski was bored with an "ordinary" job before she heard of Albert Dorne. Today she does high-style fashion illustration in New York.

With the right training, Wanda Pickulski gave up her typing job to become fashion artist for a local department store.

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Albert Dorne — probably the greatest money-maker in the history of commercial art, At the height of his career, he began a full-time search for people who like to draw.

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The famous artists agreed. Taking time from their busy careers, they spent several years creating a remarkable series of art lessons covering every aspect of drawing and painting. They illustrated their lessons with over 5,000 "here's-how" illustrations. The lessons start from scratch and cover every skill a top artist needs. Finally, the famous artists developed a wonderful way to give each student personal correction and advice all through his training.

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Mr. _____ Mrs. _____ Age _____
Miss _____ (please print)
Address _____

City _____ Zone _____

County _____ State _____

Accredited by the Accrediting Commission of the National Home Study Council, Washington, D.C.

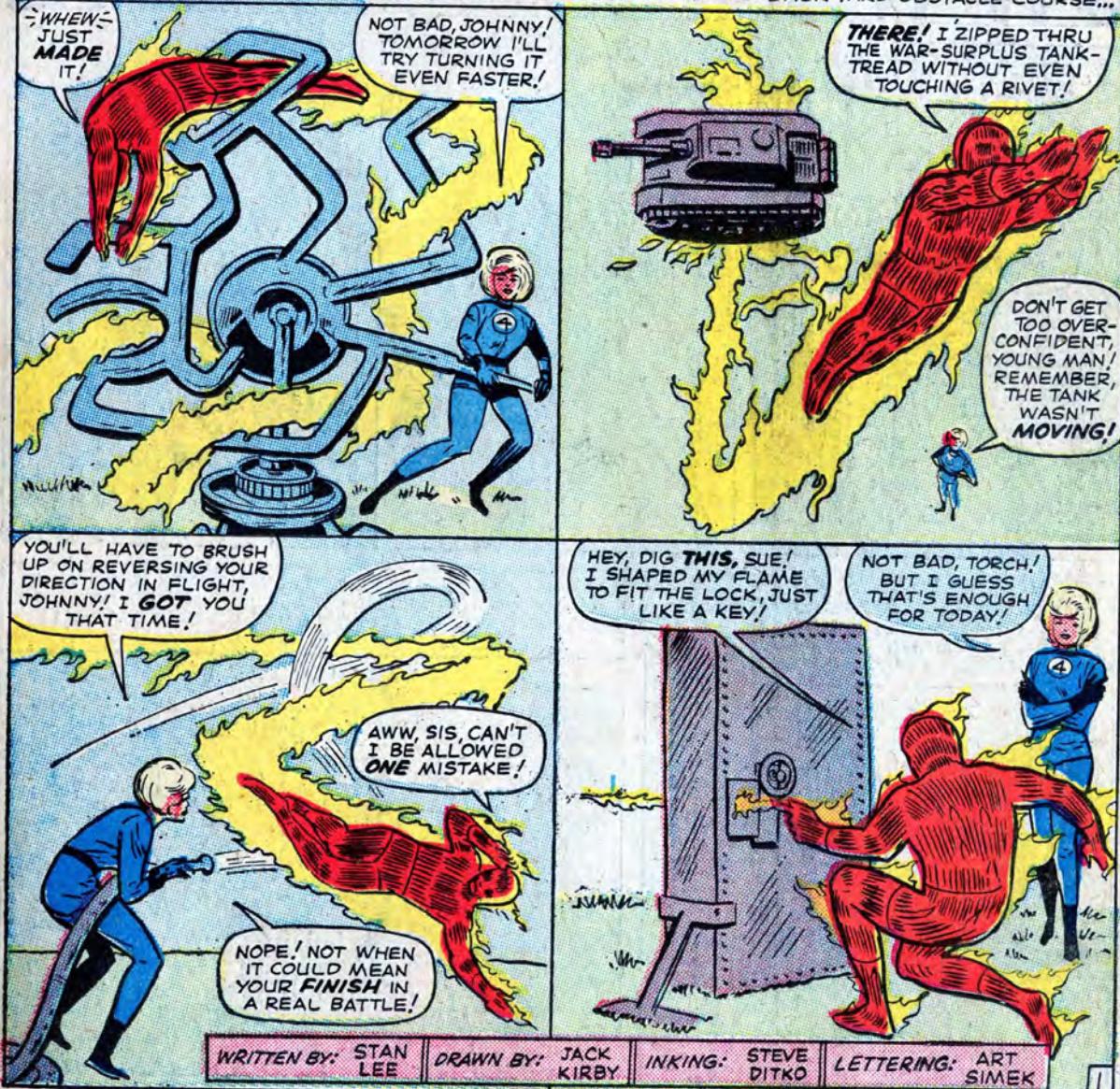


1061 William Street
Elizabeth, New Jersey

STRANGE TALES ANNUAL PRESENTS ONE OF THE MOST EPIC THRILLERS OF ALL TIME!! THE DAZZLING

HUMAN TORCH, ON THE TRAIL OF THE AMAZING SPIDER-MAN!

AIDED BY HIS SISTER, SUE STORM (KNOWN PROFESSIONALLY AS THE INVISIBLE GIRL), THE HUMAN TORCH GOES THRU HIS PACES DURING HIS DAILY WORKOUT AT HIS BACK YARD OBSTACLE COURSE...



WRITTEN BY: STAN LEE

DRAWN BY: JACK KIRBY

INKING: STEVE DITKO

LETTERING: ART SIMEK

MARVEL®





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Jon Whitcomb	Ben Stahl
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George Giusti	Harold Von Schmidt
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**THE FABULOUS FANTASTIC FOUR PRESENT:
SUB-MARINER
Versus THE HUMAN RACE!**

THE LONGEST UNINTERRUPTED SUPER-EPIC OF ITS KIND EVER PUBLISHED!!

X-324

WRITTEN BY: STAN LEE
DRAWN BY: JACK KIRBY
INKING: DICK AYERS
LETTERING: ART SIMEK

A GALLERY OF THE FANTASTIC FOUR'S MOST FAMOUS FOES!

The PUPPET MASTER

FIRST APPEARED IN
F.F. # 8 NOV.

STEP-FATHER OF THE LOVELY, BLIND ALICIA, THIS SINISTER FIGURE POSSESSES A POWER WHICH SEEMS TO SURPASS EVEN THAT OF THE FANTASTIC FOUR! USING A UNIQUE FORM OF RADIO-ACTIVE MODELLING CLAY, HE CAN FASHION PUPPETS WHICH SOMEHOW CONTROL THE LIVING PERSONS THEY ARE MODELED AFTER! TWICE HE HAS COME WITHIN A HAIRSBREADTH OF DEFEATING THE FANTASTIC FOUR... AS ALL OF FANDOM WONDERS... WILL THERE BE A THIRD TIME? AND IF SO, WILL THE NEXT VICTORY BELONG TO-- THE PUPPET MASTER?



CONTINUED...

THE FABULOUS FANTASTIC FOUR MEET SPIDER-MAN!*

I SHOULD HAVE THOUGHT OF THIS LONG AGO! I CAN PROBABLY EARN A FORTUNE BY JOINING FORCES WITH THE FANTASTIC FOUR!

THEY'LL BE REAL IMPRESSED WHEN THEY SEE HOW EASILY I CAN BREAK INTO THEIR SKYSCRAPER HEADQUARTERS!

EDITOR'S NOTE:
THIS MEMORABLE INCIDENT, ONE OF THE HIGH POINTS IN COMIC MAGAZINE HISTORY, FIRST OCCURRED IN "THE AMAZING SPIDER-MAN" #1, MARCH. IT WAS MERELY A SMALL, TWO-PAGE EPISODE WHICH BEGAN ONE OF SPIDER-MAN'S GREATEST ADVENTURES! HOWEVER, WE HAVE RECEIVED COUNTLESS REQUESTS ASKING US TO RE-DO THIS FAMOUS ENCOUNTER, BUT TO DEVOTE MORE SPACE TO IT, SHOWING IT IN ALL ITS EXCITING DETAIL! AND SO-- BECAUSE YOU REQUESTED IT...



WRITTEN BY: STAN LEE
DRAWN BY: JACK KIRBY
INKING: STEVE DITKO
LETTERING: RAY HOLLOWAY

* BY SPECIAL ARRANGEMENT WITH SPIDER-MAN MAGAZINE WHERE THIS EPISODE, BY LEE AND DITKO, FIRST APPEARED IN CONDENSED FORM!



STRANGE TALES

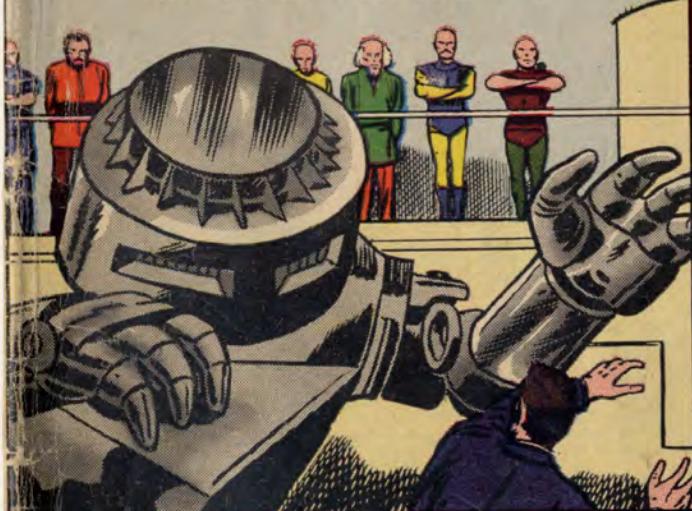
12¢

102 NOV.

MC

APPROVED
BY THE
COMICS
CODE
C.C.
AUTHORITY

"WHO NEEDS YOU"?
THE ASTONISHING CLASH
OF MAN VS. ROBOT!



WHAT WAS THE DREADED
"SECRET OF THE
HIDDEN PLANET"?



and, ANOTHER FEATURE-LENGTH HUMAN TORCH EPIC...
"PRISONER OF THE WIZARD"!

HE WAS WAITING
FOR ME! I'VE FALLEN
INTO THE WIZARD'S
TRAP!!



Are YOU SKINNY like I was?

a sickly skeleton who developed a streamlined physique and great physical endurance.



American Body building Club president

BEN REBHURN

at 50 years of age. A brilliant UNIVERSITY EDUCATOR,

authority on creating a HEALTHY MIND in a HEALTHY BODY,

says Dr. Winfield Scott Pugh, Commander U.S. Navy Medical Corps.

SKINNY OR FAT, 15, 20, 30 OR 40 YEARS OF AGE

Just RUSH me your LAST CHANCE COUPON below with YOUR NAME and ADDRESS ON IT
and I'll show YOU absolutely FREE

How to GAIN UP TO 50 LBS. OF MIGHTY MUSCLES!

And Become a REAL HE-MAN like MANY THOUSANDS of My Pupils in 10 Minutes of FUN a Day

Yes! I'll Show You By My Quick, Easy Methods How To

ADD POWERFUL NEW INCHES OF MUSCLES around YOUR ARMS, CHEST, LEGS, etc.

How to IMPROVE YOUR HE-MAN LOOKS 100%.

How to BECOME A WINNING ATHLETE IN ALL POPULAR SPORTS.

How to BEAT ANY BULLY.

How to DO FEATS of STRENGTH.

How to be a WINNER in EVERYTHING YOU TACKLE.

YES! Your Success Story Can Soon be like John Sill and thousands of my pupils. Think of it — a skinny weakling like you became a MAGNIFICENT MR. MUSCLES — won a BIG SILVER TROPHY, his name, accomplishments engraved on it and \$100. A few weeks before, everybody picked on John, too weak to fight for his rights. TODAY every body admires John's movie star build, he-man STRENGTH, his mighty ARMS, heroic CHEST, slender WAIST, rock-like TORSO, broad manly BACK, wide military SHOULDERS; new popularity with the BOYS and GIRLS. His winning drive in ALL SPORTS, his energy at work and studies.

NO! I don't care how skinny or flabby you are, if you are in your teens, twenties or thirties, I'll show you in just 10 thrilling minutes a day in your home, you can make yourself over by the easy, quick method I turned myself from a wreck to a tower of strength and endurance.

YES! YOU'LL ADD INCH upon INCH of MIGHTY MUSCLES to YOUR ARMS, YOU'LL DEEPEN YOUR CHEST, BROADEN YOUR BACK and SHOULDERS. From HEAD to HEELS you'll gain SIZE, POWER, LIGHTNING SPEED, ENDURANCE. You'll become the SUCCESSFUL HE-MAN in LOOKS and ACTS — a WINNER in EVERYTHING, athletics, business, studies.

DEVELOP YOUR 520 MUSCLES BY THE GREATEST METHOD!

Friend, I traveled the world, studying every secret to PERFECTLY develop your body. My "5-Way Progressive Natural Power Method."

PROVED by hundreds of thousands LIKE YOU! SAVE YEARS, hundreds of DOLLARS! Do as movie stars, champions — John Sill, Jim Norman, Tony Pascarella — did! Mail coupon NOW!

(before it is too late)
as John Sill and the others did

WIN A BIG Silver Trophy

and \$100 IN CASH

MAIL THE COUPON TO ME NOW and I'll Send You FREE these 5 AMAZING PICTURE-PACKED TEST COURSES

PLUS BOOK OF PHOTOS OF FAMOUS STRONG MEN ONCE WEAK LIKE YOU



MILLIONS were sold at \$1.00. Send for them ALL FREE. Mail Coupon BEFORE IT IS TOO LATE!

Pick the kind of BODY YOU WANT
Check All Your Needs —

AMERICAN BODY BUILDING CLUB, Dept. MA-211, GREAT NECK, NEW YORK

Mail me FREE all 5 WORLD FAMOUS STRENGTH TEST COURSES, including PHOTO BOOK of FAMOUS STRONG MEN, once weaklings, now famous Strong Men, and How to Become one of Them.

I enclose 10c for mailing and handling.

I am under no other obligation.

I'm checking everything I need to give me the kind of body I want.

I want to gain lbs. (fill in). Triple my strength.

I want to streamline my body, get rid of flabby fat.

I want to add inches of muscle to my ARMS CHEST

SHOULDERS POWERFUL LEGS SLIM WAIST

I want to become a winning athlete. I want new pep.

NAME: AGE:

DO NOT MAIL COUPON IF UNDER 14 YEARS OF AGE.

ADDRESS: CITY: ZONE: STATE:

FREE

Sports, Self-defense, Strong-man Stunts Courses Apparatus. Let me know how to get these FREE!

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I GAINED
60 LBS.
OF SHAPELY
MIGHTY
MUSCLES

BEFORE

Mailing
Coupon
I was a
125 lb.
6 ft.
skinny
weakling

says JOHN SILL

This Can Be
YOU in a
Short
Time!

AFTER

Mailing
Coupon
185 lb.
HEAD-TO-
TOE HE-MAN
POPULAR
ATHLETE

You can
be, too!

This now MAGNIFICENT, MODERN HERCULES,
26 yr. old
teacher,
Wm. Butler,

says to YOU: "No matter WHAT your age, I advise you to SEND for the ABC WONDER PICTURE COURSES. Under the World's greatest home training BODY BUILDER, I now have 18½" ARMS, CHEST, my STRENGTH has greatly improved. So have my sports. I have won titles like "Mr. Virginian," "Mr. State Y.M.C.A.," etc.

I BROKE A
WORLD'S
STRENGTH
RECORD!

JIM NORMAN
became Athlete of
the Year. Lifted
the front End of a 2700 lb.
Car. Quit being a bag-of-
bones weakling like I was.
In 10 minutes of fun a day,
A.B.C. CAN DO FOR YOU!
ALL HE DID FOR ME! I
gained 25 TERRIFIC LBS.
of HANDSOME POWER-
PACKED MUSCLES.

BEFORE

mailing
coupon
below —

like
you do
NOW.

the H

"PR
ME

LOOK!
THE TORCH
IS BLAZING
THROUGH THE
STEEL VAULT.
HE'S TRYING
TO ROB THE
BANK!

